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New York, NY 10019
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Attorneys for Secured Creditor
HILLAIR CAPITAL MANAGEMENT LLC

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In re

SCOOBEEZ, INC., a California
corporation, et al.

Debtors and Debtors in
Possession.

Affects:

- ☒ All Debtors
☐ SCOOBEEZ, INC., only
☐ SCOOBEEZ GLOBAL, INC. only
☐ SCOOBUR, LLC only

Lead Case No. 2:19-bk-14989-WB

Chapter 11

Jointly administered with Case Nos. 2:19-bk-
14991-BB and 2:19-bk-14997-BR)

**DECLARATION OF ANTHONY J.
NAPOLITANO RE: HILLAIR
CAPITAL MANAGEMENT'S
OBJECTION TO PROPOSED ORDERS
ON (I) CASH COLLATERAL;
(II) PAYMENT OF PREPETITION
WAGES; AND (III) MAINTENANCE OF
EXISTING BANK ACCOUNTS;**

[Hearing Requested]

Continued "First-Day" Hearing:

Date: May 14, 2019
Time: 2:00 p.m.
Place: U.S. Bankruptcy Court
Courtroom 1375
255 East Temple Street
Los Angeles, CA 90012
Judge: Hon. Julia Brand

DECLARATION OF ANTHONY J. NAPOLITANO

I, Anthony J. Napolitano, declare as follows,

1. I am an attorney duly admitted to practice in the State of California and the United States District Court for the Central District of California. I am a Senior Counsel of Buchalter, a Professional Corporation ("Buchalter") and a member of Buchalter's Insolvency & Financial Law practice group. Buchalter is co-counsel of record to Hillair Capital Management, LLC and its affiliates ("Hillair") in connection with the above-captioned, jointly administered chapter 11 bankruptcy cases of Scoobeez, Inc., a California corporation, debtor in the jointly administered, above-captioned chapter 11 bankruptcy case ("Scoobeez"), and its affiliated debtors, Scoobeez Global, Inc., an Idaho corporation (formerly known as ABT Holdings, Inc.) ("Scoobeez Global") and Scoobur, LLC, a California limited liability company ("Scoobur") (collectively, the "Debtors").

2. I make this declaration in support of Hillair Capital Management's Objection to Proposed Orders on (I) Cash Collateral; (II) Payment of Prepetition Wages; and (III) Maintenance of Existing Bank Accounts [Docket No. 32]. I am over the age of 18 and have personal knowledge of the facts contained in this declaration. As to the following facts, I know them to be true both from my personal knowledge and my review of documents received in the ordinary course of business.

3. Attached hereto as Exhibit 1 is a true and complete copy of an email that I received from counsel for the Debtors disclosing that Jowita Chometowska is a board member of the Debtors. Attached hereto as Exhibit 2 is a true and complete copy of a spreadsheet that I received from Debtors' counsel identifying outstanding prepetition checks that had not cleared the Debtors' bank accounts.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on May 9, 2019 at Los Angeles, California.

/s/ Anthony J. Napolitano

ANTHONY J. NAPOLITANO

EXHIBIT 1

From: MStockl@foley.com
Sent: Wednesday, May 8, 2019 11:23 AM
To: Mar, Alvin (USTP)
Cc: Napolitano, Anthony J.; dln@lnbyb.com; amcdow@foley.com; JSimon@foley.com; MHebbeln@foley.com; Spector, Steven M.
Subject: RE: Scoobeez - Revised Cash Management Order

Alvin,

Thank you for your comments. These are all employees of the debtors and there are no professionals. The "Field Director" is not and insider. However, "Staffing Director" Jowita Chomentowska is on the board and got paid \$3,000. We will submit a notice of insider compensation. This amount will need to get paid back if anyone objects.

I will reformat Exhibit A so that the columns align. I have asked for additional detail as to what expenses, if any, are being reimbursed for that period.

Best,

Matt

Matthew J. Stockl

Foley & Lardner LLP
321 North Clark Street | Suite 2800
Chicago, IL 60654-5313
P 312.832.5161

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From: Mar, Alvin (USTP) <Alvin.Mar@usdoj.gov>
Sent: Wednesday, May 8, 2019 11:47 AM
To: Stockl, Matthew J. <MStockl@foley.com>; Napolitano, Anthony J. <anapolitano@buchalter.com>; dln@lnbyb.com; Simon, John A. <JSimon@foley.com>; McDow, Ashley M. <amcdow@foley.com>; Hebbeln, Mark F. <MHebbeln@foley.com>
Cc: Spector, Steven M. <sspector@buchalter.com>
Subject: RE: Scoobeez - Revised Cash Management Order

**** EXTERNAL EMAIL MESSAGE ****

Notice in Exhibit A, there are titles such as "Accountant", "-----Director", "Paralegal" and "IT Consultant" – are these employees of the Debtor and are any of these professionals, like the "Accountant" and are any of these insiders "----Director". Also you may want to reformat Exhibit "A".

Also AGAIN what are these reimburseable expenses as it would appear that payment in the interim is limited by the cash collateral order.

Alvin

From: MStockl@foley.com <MStockl@foley.com>
Sent: Wednesday, May 8, 2019 9:31 AM
To: Napolitano, Anthony J. <anapolitano@buchalter.com>; Mar, Alvin (USTP) <Alvin.P.Mar@UST.DNJ.GOV>;
dln@lnbyb.com; JSimon@foley.com; amcdow@foley.com; MHebbeln@foley.com
Cc: Spector, Steven M. <sspector@buchalter.com>
Subject: RE: Scoobeez - Revised Cash Management Order

Tony,

I have attached the cash collateral and wage orders.

Best,

Matt

Matthew J. Stockl

Foley & Lardner LLP
321 North Clark Street | Suite 2800
Chicago, IL 60654-5313
P 312.832.5161

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From: Napolitano, Anthony J. <anapolitano@buchalter.com>
Sent: Wednesday, May 8, 2019 10:34 AM
To: Stockl, Matthew J. <MStockl@foley.com>; alvin.mar@usdoj.gov; dln@lnbyb.com; Simon, John A. <JSimon@foley.com>; McDow, Ashley M. <amcdow@foley.com>; Hebbeln, Mark F. <MHebbeln@foley.com>
Cc: Spector, Steven M. <sspector@buchalter.com>; Napolitano, Anthony J. <anapolitano@buchalter.com>
Subject: RE: Scoobeez - Revised Cash Management Order

**** EXTERNAL EMAIL MESSAGE ****

Matt,

When can we expect the other two revised orders? We only received the revised cash management order that you sent last night around 4:30 p. Since they are interrelated, it makes sense for us to review all at once.

Tony

Buchalter

Anthony J. Napolitano

Sr. Counsel

T (213) 891-5109

F (213) 630-5834

anapolitano@buchalter.com

1000 Wilshire Boulevard, Suite 1500

Los Angeles, CA 90017-1730

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Anthony J. Napolitano, CPA, Esq.

Insolvency and Financial Restructuring

Buchalter, A Professional Corporation

Direct Dial: (213) 891-5109 | Direct Fax: (213) 630-5834 | Main: (213) 891-0700

From: MStockl@foley.com [<mailto:MStockl@foley.com>]

Sent: Tuesday, May 7, 2019 6:02 PM

To: Napolitano, Anthony J.; alvin.mar@usdoj.gov; dln@lnbyb.com; JSimon@foley.com; amcdow@foley.com; MHebbeln@foley.com

Cc: Spector, Steven M.

Subject: RE: Scoobeez - Revised Cash Management Order

Tony,

We will lodge the orders tomorrow. Please provide any comments tonight or first thing tomorrow.

Thank you,

Matt

Matthew J. Stockl

Foley & Lardner LLP
321 North Clark Street | Suite 2800
Chicago, IL 60654-5313
P 312.832.5161

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FOLEY & LARDNER LLP

From: Napolitano, Anthony J. <anapolitano@buchalter.com>

Sent: Tuesday, May 7, 2019 6:49 PM

To: Stockl, Matthew J. <MStockl@foley.com>; alvin.mar@usdoj.gov; dln@lnbyb.com; Simon, John A. <JSimon@foley.com>; McDow, Ashley M. <amcdow@foley.com>; Hebbeln, Mark F. <MHebbeln@foley.com>

Cc: Spector, Steven M. <sspector@buchalter.com>; Napolitano, Anthony J. <anapolitano@buchalter.com>

Subject: RE: Scoobeez - Revised Cash Management Order

**** EXTERNAL EMAIL MESSAGE ****

Matt,

Thank you for providing the revised order. We will review it in due course. As you may not be familiar with the Local Bankruptcy Rules for the Central District of California, please take a look at LBR 9021-1(b)(1)(B). The orders are due within 7 days of the date the hearing. That puts the lodging deadline at tomorrow. The day of the hearing is not included within the counting per FRBP 9006. Rather than rush this one (and I presume the others) tonight. Why don't we take another day (as permitted under the Local Bankruptcy Rules) to sort out any remaining issues. This seems like a better result than forcing the parties to prematurely engage in an order objection process.

With thanks,
Tony

Buchalter

Anthony J. Napolitano

Sr. Counsel

T (213) 891-5109

F (213) 630-5834

anapolitano@buchalter.com

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Los Angeles, CA 90017-1730

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Anthony J. Napolitano, CPA, Esq.

Insolvency and Financial Restructuring

Buchalter, A Professional Corporation

Direct Dial: (213) 891-5109 | Direct Fax: (213) 630-5834 | Main: (213) 891-0700

From: MStockl@foley.com [<mailto:MStockl@foley.com>]

Sent: Tuesday, May 7, 2019 4:42 PM

To: Napolitano, Anthony J.; Spector, Steven M.; alvin.mar@usdoj.gov; dln@lnbyb.com

Cc: amcdow@foley.com; MHebbeln@foley.com; JSimon@foley.com

Subject: Scoobeez - Revised Cash Management Order

All,

I have attached the most recent version of the cash management order, along with a redline comparison to the prior version and updated spreadsheet. Given the impending deadline to lodge the orders, we are going to lodge the order today. I understand there is a process under the local rules for objecting to the form of the order if you have any unresolved objections.

Best,

Matt

Matthew J. Stockl

Foley & Lardner LLP
321 North Clark Street | Suite 2800
Chicago, IL 60654-5313
P 312.832.5161

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EXHIBIT 2

As of April 30, 2019

| Type | Date | Num | Name | Clr | Credit | Purpose |
|-----------------|------------|------|---------------------------------------|-----|-----------|------------|
| Bill Pmt -Check | 04/05/2019 | 1001 | David Araujo | | 18.19 | Reimb |
| Check | 03/12/2019 | 1010 | Frekiva Bailey | | 138.52 | Payroll |
| Bill Pmt -Check | 04/05/2019 | 1011 | Salim Vastani | | 148.06 | Payroll |
| Bill Pmt -Check | 04/05/2019 | 1032 | Naomi Fuller | | 45.42 | Payroll |
| Check | 04/06/2019 | 1052 | Janeth Araujo | | 184.23 | Payroll |
| Check | 04/06/2019 | 1058 | Tien Nguyen | | 82.39 | Payroll |
| Bill Pmt -Check | 04/08/2019 | 1076 | Tonori Boutte | | 115.44 | Payroll |
| Bill Pmt -Check | 04/08/2019 | 1092 | Sergio Palazzi | | 173.41 | Payroll |
| Check | 04/09/2019 | 1129 | Joshua Porter | | 92.35 | Payroll |
| Bill Pmt -Check | 04/09/2019 | 1140 | Charles Williams | | 18.47 | Payroll |
| Bill Pmt -Check | 04/09/2019 | 1142 | Haneef Madyun | | 18.27 | Payroll |
| Bill Pmt -Check | 04/11/2019 | 1179 | Jazmin Araujo | | 168.29 | Payroll |
| Check | 04/16/2019 | 1217 | Joseph Sosa | | 213.05 | Payroll |
| Check | 04/16/2019 | 1219 | Michael Clark | | 158.41 | Payroll |
| Bill Pmt -Check | 04/16/2019 | 1223 | Rene Quintero | | 553.96 | Payroll |
| Bill Pmt -Check | 04/18/2019 | 1235 | Melissa Loest | | 56.82 | Payroll |
| Bill Pmt -Check | 04/18/2019 | 1243 | Mercys Suazo Velez | | 9.42 | Payroll |
| Bill Pmt -Check | 04/18/2019 | 1252 | David Sanchez | | 372.05 | Payroll |
| Bill Pmt -Check | 04/19/2019 | 1280 | Christopher Marroquin | | 276.14 | Payroll |
| Bill Pmt -Check | 04/22/2019 | 1299 | Khari Temple | | 147.50 | Payroll |
| Bill Pmt -Check | 04/22/2019 | 1300 | Kenny Nguyen | | 234.55 | Payroll |
| Bill Pmt -Check | 04/22/2019 | 1301 | Yuri G Edingburg | | 23.03 | Payroll |
| Bill Pmt -Check | 04/22/2019 | 1304 | Wilneesha Love | | 243.49 | Payroll |
| Check | 04/22/2019 | 1312 | Nathaniel Warren | | 972.21 | Payroll |
| Bill Pmt -Check | 04/23/2019 | 1313 | Erick Dang | | 347.43 | Payroll |
| Bill Pmt -Check | 04/23/2019 | 1316 | Dasia Hawkins | | 207.09 | Payroll |
| Bill Pmt -Check | 04/23/2019 | 1319 | Kurt Shepard | | 394.10 | Payroll |
| Check | 04/23/2019 | 1320 | Jessica Flores | | 56.88 | Payroll |
| Bill Pmt -Check | 04/24/2019 | 1326 | First Insurance Funding | | 71,582.46 | Van Excess |
| Bill Pmt -Check | 04/24/2019 | 1327 | City of Chicago | | 500.00 | Ticket |
| Bill Pmt -Check | 04/25/2019 | 1334 | Spectrum/La Crescenta | | 249.99 | Cable bill |
| Check | 04/25/2019 | 1335 | Combined Group Insurance Services Inc | | 7,997.00 | Insurance |
| Bill Pmt -Check | 04/26/2019 | 1337 | Michelle Stubbs - expense | | 2,049.68 | Reimb |
| Bill Pmt -Check | 04/26/2019 | 1338 | Jeanette Martinez | | 75.63 | Payroll |
| Bill Pmt -Check | 04/26/2019 | 1339 | Hydrex Pest & Termite Co. | | 140.00 | Payroll |
| Check | 04/26/2019 | 1340 | Foothill Plumbing | | 295.00 | Payroll |
| Check | 04/27/2019 | 1341 | City of Los Angeles | | 238.00 | Payroll |
| Check | 04/27/2019 | 1342 | California Board of Accountancy | | 120.00 | Payroll |
| Check | 04/29/2019 | 1346 | Jerontae Bess | | 290.41 | Payroll |
| Bill Pmt -Check | 04/29/2019 | 1347 | SoCalGas | | 37.30 | Payroll |
| Bill Pmt -Check | 04/30/2019 | 1349 | Shoushana Ohanessian | | 7,500.00 | Payroll |
| Bill Pmt -Check | 04/30/2019 | 1350 | Andres Munoz | | 3,000.00 | Payroll |
| Bill Pmt -Check | 04/30/2019 | 1351 | Nazareth Ohanessian | | 2,000.00 | Payroll |
| Bill Pmt -Check | 04/30/2019 | 1352 | Jowita Chomentowska | | 3,000.00 | Payroll |
| Bill Pmt -Check | 04/30/2019 | 1353 | Sixiang Zhao | | 3,000.00 | Payroll |

| | | | | |
|-----------------|------------|------|----------------------------|------------------|
| Bill Pmt -Check | 04/30/2019 | 1354 | Saint Enterprises, LLC | 3,000.00 Payroll |
| Bill Pmt -Check | 04/30/2019 | 1355 | Aden Ghevondyan | 2,500.00 Payroll |
| Bill Pmt -Check | 04/30/2019 | 1356 | Kathy Hicks | 1,750.00 Payroll |
| Bill Pmt -Check | 04/30/2019 | 1357 | Susanna Avetisian | 1,600.00 Payroll |
| Bill Pmt -Check | 04/30/2019 | 1358 | Nicholas Solari | 2,600.00 Payroll |
| Bill Pmt -Check | 04/30/2019 | 1359 | Michael Torosyan | 2,000.00 Payroll |
| Bill Pmt -Check | 04/30/2019 | 1360 | Vache Carl Derderian | 1,750.00 Payroll |
| Bill Pmt -Check | 04/30/2019 | 1361 | Abdulmateen Kazia | 2,500.00 Payroll |
| Bill Pmt -Check | 04/30/2019 | 1362 | Anibal Mijangos | 1,600.00 Payroll |
| Bill Pmt -Check | 04/30/2019 | 1363 | Christopher Key | 2,250.00 Payroll |
| Bill Pmt -Check | 04/30/2019 | 1364 | Ready Refresh by Nestle | 154.50 Payroll |
| Bill Pmt -Check | 04/30/2019 | 1365 | Michael Torosyan (Expense) | 507.53 Payroll |
| Bill Pmt -Check | 04/30/2019 | 1366 | Leilani Sagiao | 173.21 Payroll |
| Bill Pmt -Check | 04/30/2019 | 1367 | Jose Martinez | 1,285.81 Payroll |
| Bill Pmt -Check | 04/30/2019 | 1369 | Ready Refresh by Nestle | 35.38 Payroll |
| Check | 04/30/2019 | 1370 | Andrew Maldonado | 732.85 Payroll |
| Check | 04/30/2019 | 1371 | Charletha Rawlins | 128.90 Payroll |
| Check | 04/30/2019 | 1372 | Elmer Estrada | 960.33 Payroll |
| Check | 04/30/2019 | 1373 | Kevin Freeman | 734.54 Payroll |
| Check | 04/30/2019 | 1375 | Kevin Freeman | 153.79 Payroll |
| Bill Pmt -Check | 03/19/2019 | 2001 | Andrew Munoz | 1.75 Payroll |
| Bill Pmt -Check | 03/20/2019 | 2026 | Rick Escalera | 43.53 Payroll |

134,006.76

134,006.76

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
BUCHALTER, 1000 Wilshire Blvd, Suite 1500, Los Angeles, CA 90017

A true and correct copy of the foregoing document entitled (*specify*) **DECLARATION OF ANTHONY J. NAPOLITANO RE: HILLAIR CAPITAL MANAGEMENT'S OBJECTION TO PROPOSED ORDERS ON (I) CASH COLLATERAL; (II) PAYMENT OF PREPETITION WAGES; AND (III) MAINTENANCE OF EXISTING BANK ACCOUNTS;** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) May 9, 2019, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Alvin Mar alvin.mar@usdoj.gov
- Ashley M McDow amcdow@foley.com; sgaeta@foley.com; Ffarivar@foley.com; swilson@foley.com
- Rejoy Nalkara rejoy.nalkara@americaninfosource.com
- Anthony J Napolitano anapolitano@buchalter.com; IFS_filing@buchalter.com; salarcon@buchalter.com
- United States Trustee (LA) ustpreion16.la.ecf@usdoj.gov

☐ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) May 9, 2019, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Debtor
Scoobeez, Inc.
3463 Foothill Blvd.
Glendale, CA 91214

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) May 9, 2019, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

VIA COURIER
Presiding Judge
Hon. Julia W. Brand
U.S. Bankruptcy Court – Central District of California
Edward R. Roybal Federal Building and Courthouse
255 E. Temple Street, Suite 1382
Los Angeles, CA 90012

May 9, 2019
Date

Sandra I. Alarcon
Printed Name

/s/ Sandra I. Alarcon
Signature